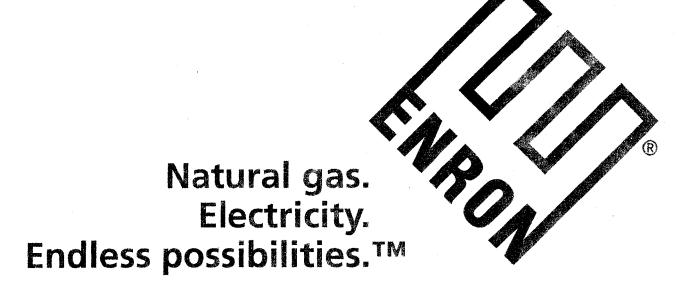
BOARD OF DIRECTORS MEETING

DECEMBER 14, 1999



EC004388366

CONFIDENTIAL

GOVERNMENT

EXH002-02010

Agenda

K. L. Lay, Chairman

R. A. Belfer N. P. Blake, Jr.

R. C. Chan /
J. H. Duncan /

J. H. Foy

W. L. Gramm

K. L. Harrison V R. K. Jaedicke

C. A. LeMaistre

Derrick Sutton R.P. Mark-Jusbasche V

J. Mendelsohn

J. J. Meyer 🗸

P.V. Ferraz Pereira 🗸

F. Savage ✓

J. K. Skilling >

J. A. Urquhart

J. Wakeham V

H. S. Winokur, Jr. v

AGENDA MEETING OF THE BOARD OF DIRECTORS ENRON CORP.

8:00 A.M., December 14, 1999 Boardroom, Enron Building Houston, Texas

8:03

EXECUTIVE SESSION:

- 1. Approve minutes of meetings of the Board of Directors held on September 17 and October 11-12, 1999 Mr. Lay
- 2. Report on Executive Committee meeting held on October 20, 1999 and Approve minutes of Executive Committee meetings held on September 3, 14, and 24, 1999 Mr. Duncan
- Report on Compensation and Management Development Committee meeting held on December 13, 1999 Dr. LeMaistre
 - (a) Compensation and Management Development Committee Agenda included for information purposes only
 - Approve amendment to the 1991 Stock Plan to provide clarification of grant limits as a result of the Company's stock split and change references to "Management Committee" to "Executive Committee" of the Company
 - Approve amendment to the 1994 Stock Plan to provide clarification of grant limits as a result of the Company's stock split
- 4. Report on Audit and Compliance Committee meeting held on December 13, 1999 Dr. Jaedicke

Audit and Compliance Committee Agenda included for information purposes only

EC004388368